

Black Crow Media Group, LLC and Subsidiaries

Consolidated Statements of Cash Flows

Year ended December 31,	2002	2001
Cash flows from operating activities:		
Net loss	\$ (9,915,046)	\$ (4,451,374)
Adjustments to reconcile net loss to net cash used in operating activities:		
Minority interest in net loss of consolidated subsidiaries	171,039	(171,039)
(Gain) loss on disposal of fixed assets	5,665	(19,436)
Depreciation and amortization	2,348,033	3,659,250
Provision for losses on accounts receivable	398,508	173,349
Loss on sale of radio station	3,808,499	-
Cash provided by (used for):		
Accounts receivable	(87,807)	(1,188,048)
Prepaid expenses	(43,795)	(133,483)
Other receivables	(10,037)	535,407
Related party receivables	(124,202)	-
Accounts payable	147,374	(224,372)
Accrued expenses	757,129	(173,879)
Deferred interest	4,099,501	482,955
Net cash provided by (used for) operating activities	1,554,861	(1,510,670)
Cash flows from investing activities:		
Repayment of advances from unconsolidated affiliates	-	73,155
Purchase of property and equipment	(355,315)	(1,151,022)
Acquisition of radio stations	-	(25,155,546)
Net change in deposits	(195,100)	(18,487)
Proceeds from sale of fixed assets	-	296,190
Purchase of minority interest in subsidiary	(80,000)	-
Proceeds from sale of radio station	7,969,624	-
Cash used for acquisition costs	(5,216)	-
Net cash provided by (used for) investing activities	7,333,993	(25,955,710)
Cash flows from financing activities:		
Payments on line of credit	-	(4,996,533)
Proceeds from debt issuance	7,203	24,956,830
Principal payments of long-term debt	(379,922)	(1,184,228)
Payment of costs associated with debt issuance	(213,856)	(2,837,264)
Member contributions	-	10,000,480
Net cash provided by (used for) financing activities	(486,575)	25,939,285
Net increase (decrease) in cash and cash equivalents	8,402,279	(1,527,095)
Cash and cash equivalents, beginning of year	1,547,052	3,074,147
Cash and cash equivalents, end of year	\$ 9,949,331	\$ 1,547,052
Supplemental disclosure of cash flow information:		
Cash paid during the year for interest	\$ 8,676,016	\$ 3,445,566

See accompanying notes to consolidated financial statements.

Black Crow Media Group, LLC and Subsidiaries

Notes to Consolidated Financial Statements

1. Summary of Significant Accounting Policies

Nature of Business

Black Crow Media Group, LLC and its subsidiaries (the "Company") operate 18 FM radio stations and 7 AM radio stations in Alabama, Florida, Georgia and Tennessee.

Basis of Presentation

Black Crow Media Group, LLC is owned by Black Crow Broadcasting, Inc.; Black Crow Radio Partners, LLC; Thomas Media, Inc.; and certain other minority partners (collectively the "Parent"). The consolidated financial statements of the Company include the accounts of Black Crow Media Group, LLC and its majority owned and controlled subsidiaries: Black Crow Media, LLC; Black Crow Radio, LLC; STG Media, LLC; BCA Radio, LLC; RTG Media, LLC; RTG Radio, LLC; Thomas Media Operations, LLC; Thomas Radio, LLC; and Rainbow Media, Inc. All intercompany transactions are eliminated in the consolidation.

On November 19, 2001, the Company affected a series of transactions that reorganized the ownership of assets owned in whole or part by its Parent (the "Corporate Reorganization") and recapitalized the Company's debt and equity (the "Recapitalization"). The Corporate Reorganization resulted in the ownership of subsidiaries holding radio station operations and FCC licenses being transferred from the Parent to the Company and the transfer of certain non-radio and non-operating assets to nonconsolidated entities owned by the Parent. The Company's financial statements have been presented as if the Corporate Reorganization had occurred at the beginning of 2001.

Reclassifications

Certain prior year amounts have been reclassified to conform with the current year presentation.

Black Crow Media Group, LLC and Subsidiaries

Notes to Consolidated Financial Statements

Cash and Cash Equivalents

For purposes of financial statement presentation and reporting cash flows, the Company considers cash and all instruments with an original maturity of three months or less to be cash equivalents, including restricted cash.

Restricted Cash

Restricted cash, which is classified as a current asset, consists of proceeds received from the sale of radio station WRRS-FM (see Note 2), is being held in a money market account with the Company's primary lender as a condition of the June 2002 amendment to the debt agreement with the lender (see Note 6). Pursuant to the amendment, use of the proceeds by the Company is restricted to paying down outstanding current and deferred interest, and principal owed to the lender, or to funding of future radio station acquisitions. The balance of restricted cash at December 31, 2002 is \$7,078,565 and will be utilized during 2003.

Accounts Receivable

The Company records its accounts receivable upon the airing of radio advertising. The Company evaluates the collectibility of its accounts receivable based on a combination of factors. In circumstances where it is aware of a specific customer's inability to meet its financial obligations, it records a specific reserve to reduce the amounts recorded to what it believes will be collected. For all other customers, it recognizes reserves for bad debt based on historical experience of bad debts as a percent of revenues, adjusted for relative improvements or deteriorations in the agings and changes in current economic conditions.

Black Crow Media Group, LLC and Subsidiaries

Notes to Consolidated Financial Statements

Property and Equipment

Property and equipment are stated at cost and are depreciated using the straight-line method over the expected useful lives of the assets. Expenditures for maintenance and repairs are charged to operations as incurred.

Intangible Assets

The Company adopted the Financial Accounting Standards Board FASB Statements No. 141, Business Combinations ("SFAS 141"), and No. 142, Goodwill and Other Intangible Assets ("SFAS 142"), effective January 1, 2002. SFAS 141 requires the use of the purchase method of accounting and prohibits the use of the pooling-of-interests method of accounting for business combinations initiated after June 30, 2001. SFAS 141 also requires that the Company recognize acquired intangible assets apart from goodwill, which represents the excess of cost over the fair value of net assets acquired, if the acquired intangible assets meet certain criteria. SFAS 141 applies to all business combinations initiated after June 30, 2001, and for purchase business combinations completed on or after July 1, 2001. It also requires, upon adoption of SFAS 142, that the Company reclassify the carrying amounts of intangible assets and goodwill based on the criteria in SFAS 141.

SFAS 142 requires, among other things, that companies no longer amortize goodwill, but instead test goodwill for impairment at least annually. In addition, SFAS 142 requires that the Company identify reporting units for the purposes of assessing potential future impairments of goodwill, reassess the useful lives of other existing recognized intangible assets, and cease amortization of intangible assets with an indefinite useful life. An intangible asset with an indefinite useful life should be tested for impairment in accordance with the guidance in SFAS 142. SFAS 142 requires the Company to complete a transitional goodwill impairment test six months from the date of adoption. The Company is also required to reassess the useful lives of other intangible assets

Black Crow Media Group, LLC and Subsidiaries

Notes to Consolidated Financial Statements

within the first interim quarter after adoption of SFAS 142. The Company has completed its transitional evaluation of intangible assets for impairment and its annual impairment test, and has determined that no impairment existed as of January 1, 2002 or December 31, 2002. The Company has discontinued amortizing its goodwill and indefinite-life intangible assets (broadcast licenses). Prior to January 1, 2002, goodwill and broadcast licenses were amortized on a straight-line basis over 15 years for business combinations completed before July 1, 2001. For business combinations completed on or after July 1, 2001, no amortization was taken. Amortization expense for goodwill and broadcast licenses for the year ended December 31, 2001, was \$2,379,610; thus, the following table presents the impact SFAS 142 would have had on the net loss if adopted in 2001:

	2002	2001
Reported net loss	\$(9,915,046)	\$(4,451,374)
Amortization	-	2,379,610
	\$(9,915,046)	\$(2,071,764)

401(k) Plan

The Company has a 401(k) defined contribution plan. Participation in the plan is available to all employees meeting certain eligibility requirements. The plan allows employees to contribute up to 25%, or a maximum of \$11,000, of their total compensation. The Company's contributions to the plan are determined by the Board of Directors and are limited to a maximum of 25% of the first 4% of employee gross income. Contributions by the Company to the plan amounted to \$23,123 and \$20,147 for the years ended December 31, 2002 and 2001, respectively.

Black Crow Media Group, LLC and Subsidiaries

Notes to Consolidated Financial Statements

Revenue Recognition

Broadcasting revenues are recognized on the basis of when radio commercials are broadcasted, provided that no significant obligations remain and the collection of the resulting receivable is probable. Certain broadcasting contracts include a set number of broadcasts.

The Company trades airtime for goods and services used principally for promotional, sales and other business activities. Trade revenues and trade costs are recorded when radio commercials are broadcasted. Trade costs are based on the fair market value of the goods or services received.

Advertising

The Company expenses advertising costs as incurred. Advertising expense for the years ended December 31, 2002 and 2001 was \$295,304 and \$406,276, respectively.

Income Taxes

The Black Crow Media Group, LLC is a single member limited liability company that has elected to be taxed as a partnership. In addition, all of the Company's subsidiaries are limited liability companies that have elected to be taxed as partnerships, except for Rainbow Media, Inc., which is a regular corporation. Under the limited liability company income tax provisions, these companies do not pay federal corporate income taxes on their taxable income. Instead, the members are liable for individual federal income taxes on the Company's taxable income. Accordingly, no provision or liability for income taxes has been made for these companies in the accompanying consolidated financial statements.

Black Crow Media Group, LLC and Subsidiaries

Notes to Consolidated Financial Statements

The Company accounts for income taxes for Rainbow Media, Inc. in accordance with Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes," which requires recognition of estimated income taxes payable or refundable on income tax returns for the current year and for the estimated future tax effect attributable to temporary differences and carryforwards. Measurement of deferred income tax is based on enacted tax laws including tax rates, with the measurement of deferred income tax assets being reduced by available tax benefits not expected to be realized. Rainbow Media, Inc. did not report taxable income, and its deferred tax assets resulting from its net operating losses has a 100% valuation allowance recorded at December 31, 2002 and 2001.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Fair Value of Financial Instruments

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2002. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values. These financial instruments include cash and cash equivalents, restricted cash, accounts receivable, accounts payable and accrued expenses. Fair values were assumed to approximate carrying values for these financial instruments since they are short term in nature and their carrying amounts approximate fair values or they are receivable or payable on demand.

Black Crow Media Group, LLC and Subsidiaries

Notes to Consolidated Financial Statements

Recent Accounting Pronouncements

In June 2001, the FASB issued Statement of Financial Accounting Standards No. 143, "Accounting for Asset Retirement Obligations" (FAS 143). FAS 143 changes the measurement of an asset retirement obligation from a cost-accumulation approach to a fair value approach, where the fair value (discounted value) of an asset retirement obligation is recognized as a liability in the period in which it is incurred and accretion expense is recognized using the credit-adjusted risk-free interest rate in effect when the liability was initially recognized. The associated asset retirement costs are capitalized as part of the carrying amount of the long-lived asset and subsequently amortized into expense. The pre-FAS 143 prescribed practice of reporting a retirement obligation as a contra-asset will no longer be allowed. The implementation of this Statement is not expected to have a material impact on the Company's financial position or results of operations when it takes effect on January 1, 2003.

SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities," issued in July 2002, addresses financial accounting and reporting for costs associated with exit or disposal activities. It nullifies EITF Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)." SFAS No. 146 requires that a liability be recognized for the cost associated with an exit or disposal activity only when the liability is incurred, that is, when it meets the definition of a liability in the FASB conceptual framework. SFAS No. 146 also establishes fair value as the objective for initial measurement of liabilities related to exit or disposal activities. The Statement is effective for exit or disposal activities that are initiated after December 31, 2002. The Company believes the adoption of SFAS No. 146 will not have a material impact on the Company's financial statements.

Black Crow Media Group, LLC and Subsidiaries

Notes to Consolidated Financial Statements

In November 2002, the FASB issued FASB Interpretation ("FIN") No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others", which clarifies disclosure and recognition/measurement requirements related to certain guarantees. The disclosure requirements are effective for financial statements issued after December 15, 2002 and the recognition/measurement requirements are effective on a prospective basis for guarantees issued or modified after December 31, 2002. The application of the requirements of FIN 45 did not have any impact on the Company's financial position or result of operations.

In January 2003, the FASB issued FIN No. 46, "Consolidation of Variable Interest Entities". FIN 46 clarifies the application of Accounting Research Bulletin No. 51, "Consolidated Financial Statements", to certain entities in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. FIN 46 is applicable immediately for variable interest entities created after January 31, 2003. For variable interest entities created prior to January 31, 2003, the provisions of FIN 46 are applicable no later than July 1, 2003. The Company has not identified any variable interest entities and does not expect FIN 46 to have any effect on its consolidated financial statements.

2. Radio Station Acquisitions and Sale

Acquisitions

On February 15, 2001, a subsidiary, RTG Media, LLC, purchased the assets of 13 AM and FM radio stations located in Florida and Georgia for \$14,000,000. The purchase price was allocated \$3,000,000 to fixed assets, \$200,000 to a non-compete agreement and \$10,800,000 to broadcast licenses. The entire amount of the purchase price was financed through a note payable obligation with a local financial institution that was paid off in the Recapitalization.

Black Crow Media Group, LLC and Subsidiaries

Notes to Consolidated Financial Statements

On November 21, 2001, the Company purchased the fixed assets and broadcast licenses of an FM radio station in Birmingham, Alabama, for \$11,500,000. The purchase price was allocated \$800,000 to fixed assets, \$8,000,000 to broadcast license and \$2,700,000 to goodwill. The purchase price was financed with the Recapitalization proceeds.

The Company incurred aggregate acquisition costs of \$105,546 related to the acquisitions described above. The above acquisitions have been accounted for as asset purchases and accordingly, the operations of the acquired property have been included in the Company's consolidated operating results from their respective acquisition date. The costs of the acquisitions have been allocated on the basis of the estimated fair market value of the assets acquired.

Sale

Effective July 1, 2002, a subsidiary, STG Media, LLC, sold the assets of its Birmingham, Alabama, radio station ("WRRS-FM"), for \$8,500,000 in cash. The Company recognized a loss on the sale of \$3,808,499 as of December 31, 2002. As a result of the transaction, the Company's credit facilities with its primary lender were amended in June 2002 (see Note 6). Pursuant to the amendment, proceeds received from the sale of WRRS-FM are being held in a securities account with the lender. The use of the proceeds is restricted to either paying down current and deferred interest, and outstanding principal owed to the lender, or to funding of future radio station acquisitions.

Black Crow Media Group, LLC and Subsidiaries

Notes to Consolidated Financial Statements

3. Related Party Transactions

Related Party Receivables

Related party receivable consists of various advances to companies under common ownership or from shareholders of the Company. The total balance outstanding on these advances at December 31, 2002 is \$124,002.

Related Party Lease Obligations

The Company leases four operating facilities from companies related through common ownership. Aggregate monthly payments under the leases are \$23,500. The leases expire from 2004 to 2011, with three of the leases containing renewal options of nine to ten years. At December 31, 2002, future minimum lease payments under the leases are as follows:

Year ending December 31,

2003	\$ 282,043
2004	288,043
2005	270,043
2006	240,043
2007	240,043
Thereafter	960,172
	<u>\$2,280,387</u>

Rent expense on these leases was approximately \$282,000 and \$212,000 for the years ended December 31, 2002 and 2001, respectively.

Black Crow Media Group, LLC and Subsidiaries

Notes to Consolidated Financial Statements

4. Property and Equipment

Property and equipment consist of the following:

<i>December 31,</i>	<i>Estimated Useful Lives</i>	<i>2002</i>	<i>2001</i>
Land		\$ 328,500	\$ 338,500
Buildings and improvements	39.5 yrs.	2,126,234	2,932,259
Furniture and fixtures	7 yrs.	698,598	784,169
Broadcast equipment	5-10 yrs.	5,287,474	5,840,186
Office equipment	5-7 yrs.	271,811	270,796
Vehicles	5 yrs.	241,651	302,245
		8,954,268	10,468,155
Less accumulated depreciation		3,122,962	2,846,615
Net property and equipment		\$ 5,831,306	\$ 7,621,540

Depreciation expense for the years ended December 31, 2002 and 2001 was \$1,130,365 and \$982,977, respectively.

5. Intangible Assets

Intangible assets and other deferred costs consist of:

<i>December 31, 2002</i>	<i>Cost</i>	<i>Accumulated Amortization</i>	<i>Net</i>
Broadcast licenses	\$ 19,742,863	\$ 2,555,170	\$ 17,187,693
Goodwill	17,063,444	2,623,289	14,440,155
Debt issuance costs	3,051,120	1,067,679	1,983,441
Noncompete agreements	2,705,484	510,328	2,195,156
	\$ 42,562,911	\$ 6,756,466	\$ 35,806,445

<i>December 31, 2001</i>	<i>Cost</i>	<i>Accumulated Amortization</i>	<i>Net</i>
Broadcast licenses	\$ 27,731,863	\$2,599,615	\$ 25,132,248
Goodwill	19,817,277	2,623,289	17,193,988
Debt issuance costs	2,837,264	57,043	2,780,221
Noncompete agreements	2,705,484	318,296	2,387,188
	\$ 53,091,888	\$5,598,243	\$ 47,493,645

Black Crow Media Group, LLC and Subsidiaries

Notes to Consolidated Financial Statements

In accordance with SFAS 142, broadcast licenses and goodwill are no longer being amortized as of January 1, 2002. Amortization expense for broadcast licenses and goodwill was \$1,239,902 and \$1,139,708, respectively, for the year ended December 31, 2001.

Debt issuance costs are being amortized on a straight-line basis over three years. Amortization expense was \$974,865 and \$96,297 for the years ended December 31, 2002 and 2001.

Noncompete agreements are amortized on a straight-line basis over the respective lives of the agreements, generally 15 years. Amortization expense was \$207,032 and \$200,366 for the years ended December 31, 2002 and 2001, respectively.

The estimated amortization expense for debt issuance costs and noncompete agreements over the next five years are as follows:

2003	\$ 1,198,753
2004	1,198,753
2005	207,032
2006	167,032
2007	167,032

Black Crow Media Group, LLC and Subsidiaries

Notes to Consolidated Financial Statements

6. Debt

On November 19, 2001, the Company executed the Recapitalization and restructured its debt and equity financing. New debt issued consisted of credit facilities (the "Agreements") in an aggregate amount not to exceed \$46,250,000, consisting of \$43,500,000 in term loans and up to \$2,750,000 in working capital loans. The Company repaid outstanding loans totaling \$39,896,388 from the proceeds of these loans. The new loans are secured by all assets of the Company and members' interests of the Company's subsidiaries. This debt is guaranteed by all the subsidiaries of the Company. Interest is payable quarterly at a floating rate equal to the Adjusted LIBOR Rate (as defined in the Agreements) plus 7.14625% ("current interest"). In addition, interest at 9% accrues concurrently ("deferred interest") and is payable on December 31, 2004, the maturity date of the loans. Deferred interest amounted to \$4,582,456 and \$482,955 at December 31, 2002 and 2001, respectively. Principal payments are due annually based on the surplus cash flow (as defined in the Agreements) of the Company. If the Company has an event of default, the interest rate increases by 2.5%. The Agreements provide for a yield maintenance premium to be paid to the lender if the loans are repaid before July 19, 2003. The yield maintenance premium would be based on the difference between the yield on this debt (current interest plus deferred interest) by the lender and Treasury rates, calculated from the prepayment date to July 19, 2003. The Agreements contain financial covenants that are measured on a monthly, quarterly and/or annual basis.

The Agreements required that equity of \$9,850,480 be contributed to the Company by Mike and Nicole Linn (the "Linns"). These contributions were made, along with an additional \$150,000, to bring their total equity contribution to \$10,000,480.

The Agreements also required that \$2,000,000 in stand-by equity be available to the Company should certain events occur that would require additional equity be contributed to the Company, the events of which are defined by provisions in the Agreement. Relatives of Mike Linn executed an agreement to provide access to

Black Crow Media Group, LLC and Subsidiaries

Notes to Consolidated Financial Statements

this stand-by equity facility. As of December 31, 2002, no stand-by equity contributions have been required.

As described in Note 2, the Agreements were amended in June 2002 as a result of the sale of WRRS-FM. The amendment had no effect on the original financing terms of the Agreements.

Long-term debt consists of the following:

<i>December 31,</i>	<i>2002</i>	<i>2001</i>
Term loans, as described above	\$ 43,500,000	\$ 43,500,000
Working capital loans, as described above	2,050,000	2,050,000
2.0% note payable to an entity, payable in quarterly installments of principal and interest of \$15,800, maturing in June 2006. Payments on this note have been suspended due to an ongoing lawsuit with the entity (see Note 11).	340,000	240,000
8.0% note payable to an entity, payable in quarterly installments of \$25,087, with all unpaid principal due and payable July 2010.	586,953	639,690
6.0% note payable to an individual in consideration of a noncompete agreement, payable in annual installments of \$120,000, including interest, maturing in August 2005.	320,762	415,813
8.0% note payable to an individual in consideration of a noncompete agreement, payable in monthly installment of \$21,908, including interest, maturing October 2010.	2,008,466	2,106,384
4.9% note payable to a financial institution, collateralized by a vehicle, payable in monthly installments of \$769, including interest, with final payment due September 2006.	30,942	38,441
0.9% note payable to a financial institution, collateralized by a vehicle, payable in monthly installments of \$857, including interest, with final payment due March 2004.	12,777	22,896
9.5% note payable to a financial institution, collateralized by a vehicle, payable in monthly installments of \$522, including interest, with final payment due May 2004.	8,708	13,893

Black Crow Media Group, LLC and Subsidiaries

Notes to Consolidated Financial Statements

<i>December 31,</i>	<i>2002</i>	<i>2001</i>
9.0% note payable to a financial institution, collateralized by a vehicle, payable in monthly installments of \$325, including interest, with final payment due April 2004.	4,707	-
8.5% note payable to a financial institution, collateralized by a vehicle, payable in monthly installments of \$405, including interest, with final payment due April 2003.	1,234	6,107
9.0% note payable to a financial institution, collateralized by a vehicle, payable in monthly installments of \$392, including interest, with final payment due May 2003.	1,540	5,584
	48,766,089	49,038,808
<u>Less current maturities</u>	<u>(433,250)</u>	<u>(336,326)</u>
	<u>\$ 48,332,839</u>	<u>\$ 48,702,482</u>

The aggregate maturities of long-term debt over future years are as follows:

2003	\$ 433,250
2004	45,842,352
2005	306,731
2006	326,469
2007	224,249
<u>Thereafter</u>	<u>1,633,038</u>

The Company's subsidiaries entered into reciprocal borrowing agreements with Black Crow Broadcasting, Inc. on January 1, 2001. The borrowing agreements are lines of credit allowing for advances between subsidiaries as needed and as funds are available. All advances are due and payable upon written demand of the lending party and bear interest at the applicable federal interest rate as published monthly by the Internal Revenue Service. The agreements do not contain stated expiration dates. As of December 31, 2002, there were no balances outstanding under these borrowing agreements.

Black Crow Media Group, LLC and Subsidiaries

Notes to Consolidated Financial Statements

7. **Membership Notes Receivable**

The Company has two notes receivable from members aggregating \$560,000 at December 31, 2002. These notes were issued in exchange for membership interests in Thomas Media Operations, LLC representing 20% of that subsidiary. The notes are payable on demand and accrue interest at 6% annually. No payments of principal or interest have been made as of December 31, 2002.
8. **Stock Option in Subsidiary**

RTG Media, LLC granted an option in 2001 to a minority member to receive up to a 10% ownership interest in that subsidiary. The option vests one-third each year for three years beginning in 2001 and was granted as additional compensation. The value of the option grant was not material to the Company's operations.
9. **Option to Purchase**

On October 11, 2002, a subsidiary, STG Media, LLC, entered into an option agreement with an unrelated party ("Seller") to purchase one radio station located in Tennessee. Upon exercise of the option by STG Media, LLC, the Company will purchase all outstanding stock of Seller for \$2,205,000 cash. Pursuant to the option agreement, the Company had deposited \$200,000 into an escrow account pending the exercise of the option. The Company had not exercised this option as of December 31, 2002, however, the exercise of the option is expected to occur in 2003, and the subsequent stock purchase is expected to close in 2004 or 2005.
10. **Leases**

The Company leases building space, land and equipment under various operating leases with maturity dates ranging from July 2003 to June 2028. Certain leases contain automatic yearly renewal options as long as the Company does not give written notice of termination to the lessor. Lease expense for the years ended December 31, 2002 and 2001 was \$505,188 and \$575,433, respectively.

Black Crow Media Group, LLC and Subsidiaries

Notes to Consolidated Financial Statements

As of December 31, 2002, future minimum rental payments under these leases are as follows:

<i>Year ending December 31,</i>	
2003	\$ 421,999
2004	420,799
2005	382,674
2006	292,611
2007	257,975
Thereafter	1,047,267
	<u>\$2,823,325</u>

11. Contingency

The Company is involved in certain litigation in the normal course of business. Management cannot predict the outcome of this litigation or estimate the amount of any loss that may result. Management believes that losses resulting from this matter, if any, would not have a material effect on the financial position of the Company.

12. Subsequent Event

On February 16, 2003, the Company voluntarily entered into two individual Memorandum of Agreements ("MOA") to redeem and/or purchase the equity interests of two shareholders of the Company and certain related entities. The aggregate purchase price of the redemptions is \$23,500,000, pursuant to conditions in the MOA that may affect the final price. Management is currently exploring various means of funding these redemptions; however, no formal term sheets or other agreements have been executed. The MOA can be terminated upon mutual agreement by the parties involved if the closing has not occurred within 245 days of execution of the agreement (October 19, 2003). It is currently unclear whether or not these redemptions will occur before October 19, 2003. If such redemptions do not occur by such date, a new agreement may or may not be structured at that time.

BLACK CROW MEDIA
Profit & Loss Reconciliation
To Audited Financial Statements
As of December 31, 2002

Category	Consolidated Financials	Pre-Audit Subsequent Entries	Audit AJE's	Adjusted Financials	Auditor's Eliminations/ Grouping Differences Amount Description	Audited Financials
Gross Revenues	19,412,040	0	0	19,412,040	1,921,347 Trade Revenue	21,333,387
Less: Agency Commission	1,737,162	0	0	1,737,162		1,737,162
Net Revenue	17,674,878	0	0	17,674,878	1,921,347	19,596,225
Operating Expenses						
Trade Expense					1,919,347 Trade Expense	1,919,347
Programming	2,773,507	0	0	2,773,507		2,773,507
Engineering	562,712	0	0	562,712		562,712
Sales	4,146,977	3,000	0	4,149,977		4,149,977
Promotions	572,001	(8,400)	0	565,601		565,601
G&A	2,879,602	4,538	0	2,884,140	1,609,575 Corporate Expenses	4,493,715
Total Operating Expenses	10,934,798	1,138	0	10,935,937	3,528,922	14,464,859
BCF	6,740,079	(1,138)	0	6,738,941	(1,607,575) Net Trade Revenue	5,131,366
Corporate	1,597,190	0	12,385	1,609,575	(1,609,575) Corporate Expenses	0
EBITDA	5,142,889	(1,138)	(12,385)	5,129,366	2,000 Net Trade Revenue	5,131,366
Depreciation	1,038,472	0	104,893	1,130,365		1,130,365
Amortization	2,727,042	0	(1,509,374)	1,217,668		1,217,668
EBIT	1,387,375	(1,138)	1,395,096	2,781,333	2,000 Net Trade Revenue	2,783,333
Management Fees	6,096	0	0	6,096	(503) Elkm Net Mgmt fees	5,593
Minority Interest		0	0		171,039 Adj Minority Interest	171,039
Other (Income)/Exp	(116,898)	0	0	(116,898)		(116,898)
Income from Trade	(2,000)	0	0	(2,000)	2,000 Net Trade Revenue	0
Loss from disposal of Assets	3,476,505	0	331,994	3,808,499	5,565 Rainbow Media elim	3,814,164
Interest:						
G/S - Deferred Interest	4,099,502	0	0	4,099,502		4,099,502
G/S - Interest	4,483,491	0	0	4,483,491		4,483,491
Seller Notes	238,007	0	0	238,007		238,007
Affiliate Notes	0	0	0	0		0
Other	3,481	0	0	3,481		3,481
PreTax Earnings	(\$10,800,809)	(\$1,138)	\$1,063,102	(\$9,738,845)	(\$175,201)	(\$9,915,046)

BLACK CROW MEDIA
Profit & Loss Reconciliation
To Audited Financial Statements *
As of December 31, 2002

Category	Consolidated Financials	Pre-Audit Subsequent Entries	Audit A/E's	Adjusted Financials	Auditor's Eliminations/ Grouping Differences Amount	Description	Audited Financials
Gross Revenues	19,205,702	0	0	19,205,702	1,851,077	Trade Revenue	21,056,779
Less: Agency Commission	1,717,986	0	0	1,717,986			1,717,986
Net Revenue	17,487,716	0	0	17,487,716	1,851,077		19,338,793
Operating Expenses							
Trade Expense					1,849,077	Trade Expense	1,849,077
Programming	2,717,858	0	0	2,717,858			2,717,858
Engineering	540,842	0	0	540,842			540,842
Sales	3,969,134	3,000	0	3,972,134			3,972,134
Promotions	531,734	(6,400)	0	525,334			525,334
G&A	2,773,899	4,538		2,778,437	1,609,575	Corporate Expenses	4,388,012
Total Operating Expenses	10,533,467	1,138	0	10,534,605	3,458,652		13,993,257
BCF	6,954,249	(1,138)	0	6,953,111	(1,607,575)	Net Trade Revenue	5,345,536
Corporate	1,597,190	0	12,385	1,609,575	(1,609,575)	Corporate Expenses	0
EBITDA	5,357,059	(1,138)	(12,385)	5,343,536	2,000	Net Trade Revenue	5,345,536
Depreciation	1,028,472	0	101,893	1,130,365			1,130,365
Amortization	2,727,042	0	(1,509,374)	1,217,668			1,217,668
EBIT	1,601,545	(1,138)	1,395,096	2,995,503	2,000	Net Trade Revenue	2,997,503
Management Fees	6,096	0	0	6,096	(503)	Elim Net Mgmt fees	5,593
Minority Interest					171,039	Adj Minority Interest	171,039
Other (Income)/Exp	(116,898)	0	0	(116,898)			(116,898)
Income from Trade	(2,000)	0	0	(2,000)	2,000	Net Trade Revenue	0
Loss from disposal of Assets	3,476,505	0	331,994	3,808,499	5,665	Rainbow Media elim	3,814,164
Interest							
G/S - Deferred Interest	4,099,502	0	0	4,099,502			4,099,502
G/S - Interest	4,483,491	0	0	4,483,491			4,483,491
Senior Notes	238,007	0	0	238,007			238,007
Affiliate Notes	0	0	0	0			0
Other	3,481	0	0	3,481			3,481
PreTax Earnings	(\$10,586,839)	(\$1,138)	\$1,053,102	(\$9,524,675)	(\$176,201)		(\$9,700,876)

* Excludes WRRS

BLACK CROW MEDIA GROUP, LLC
Profit & Loss Reconciliation
To Audited Financial Statements
As of December 31, 2002

Category	Financials	Pre-Audit Subsequent Entries	Audit AJE's	Adjusted Financials
Management Fees	\$ 1,267,463	\$ -	\$ -	\$ 1,267,463
Salaries	993,123	-	-	993,123
Benefits	23,172	-	-	23,172
Total Personnel	1,016,295	-	-	1,016,295
Insurance	14,928	-	-	14,928
Utilities	5,821	-	-	5,821
Rent	18,000	-	-	18,000
Taxes	(19)	-	-	(19)
Outside Serv-Accounting	108,766	-	-	108,766
Outside Serv-Consulting	26,227	-	12,385	38,612
Outside Serv-Legal	80,900	-	-	80,900
Other	326,272	-	-	326,272
Total Corporate Expenses	1,597,190	-	12,385	1,609,575
BCF	(329,727)	-	(12,385)	(342,112)
Depreciation	11,634	-	13,272	24,906
Amortization	788,880	-	35,771	824,651
EBIT	(1,130,241)	-	(61,428)	(1,191,669)
Other (Income)/Exp	(1,123,454)	-	-	(1,123,454)
Interest:				
G/S - Deferred Interest	294,904	-	-	294,904
G/S -Interest	295,839	-	-	295,839
Seller Notes	-	-	-	-
Affiliate Notes	-	-	-	-
Other	-	-	-	-
PreTax Earnings	\$ (597,530)	\$ -	\$ (61,428)	(\$658,958)

BLACK CROW MEDIA, LLC/BC RADIO, LLC
Profit & Loss Reconciliation
To Audited Financial Statements
As of December 31, 2002

Category	Financials	Pre-Audit Subsequent Entries	Audit AJE's	Adjusted Financials	Grouping Differences	Audited Financials
Gross Revenues	\$ 5,405,188	\$ -	\$ -	\$ 5,405,188	961,604	\$ 6,366,792
Less: Agency Commission	515,351	-	-	515,351		515,351
Net Revenue	4,889,837	-	-	4,889,837	961,604	5,851,441
Operating Expenses						
Trade Expense	-	-	-	-	961,604	961,604
Programming	749,375	-	-	749,375		749,375
Engineering	103,133	-	-	103,133		103,133
Sales	1,097,151	-	-	1,097,151		1,097,151
Promotions	174,534	-	-	174,534		174,534
G&A	666,599	-	-	666,599		666,599
Total Operating Expenses	2,790,792	-	-	2,790,792	961,604	3,752,396
BCF	2,099,045	0	0	2,099,045	0	2,099,045
Depreciation	303,807	-	350	304,157		304,157
Amortization	272,165	-	(272,164)	1		1
EBIT	1,523,073	-	271,814	1,794,887	0	1,794,887
Management Fees	356,140	-	-	356,140	(141)	355,999
Other (Income)/Expense	(192)	-	-	(192)		(192)
Interest	-	-	-	-		-
G/S - Deferred Interest	1,204,207	-	-	1,204,207		1,204,207
G/S - Interest	1,330,387	-	-	1,330,387		1,330,387
Seller Notes	-	-	-	-		-
Affiliate Notes	-	-	-	-		-
Other	77	-	-	77		77
PreTax Earnings	\$ (1,367,546)	\$ -	\$ 271,814	(1,095,732)	141	(1,095,591)

STG MEDIA-HUNTSVILLE/BCA RADIO, LLC
Profit & Loss Reconciliation
To Audited Financial Statements
As of December 31, 2002

Category	Financials	Pre-Audit Subsequent Entries	Audit AJE's	Adjusted Financials	Grouping Differences	Audited Financials
Gross Revenues	\$ 6,632,851	\$ -	\$ -	\$ 6,632,851	519,878	\$ 7,152,729
Less: Agency Commission	754,826	-	-	754,826		754,826
Net Revenue	5,878,025	-	-	5,878,025	519,878	8,397,903
Operating Expenses						
Trade Expense	-	-	-	-	519,878	519,878
Programming	776,486	-	-	776,486		776,486
Engineering	121,159	-	-	121,159		121,159
Sales	1,226,163	-	-	1,226,163		1,226,163
Promotions	316,298	-	-	316,298		316,298
G&A	835,539	-	-	835,539		835,539
Total Operating Expenses	3,275,645	-	-	3,275,645	519,878	3,795,523
BCF	2,602,380	-	-	2,602,380	0	2,602,380
Depreciation	196,064	-	15,519	211,583		211,583
Amortization	638,329	-	(319,009)	319,320		319,320
EBIT	1,767,987	-	303,490	2,071,477	0	2,071,477
Management Fees	460,067	-	-	460,067	(186)	459,881
Other (Income)/Expense	(5)	-	-	(5)		(5)
Loss from sale of Assets	3,476,505	-	331,994	3,808,499		3,808,499
Interest:						
G/S - Deferred Interest	1,405,102	-	-	1,405,102		1,405,102
G/S - Interest	1,532,377	-	-	1,532,377		1,532,377
Seller Notes	165,247	-	-	165,247		165,247
Affiliate Notes	580,645	-	-	580,645		580,645
Other	-	-	-	-		-
PreTax Earnings	\$ (5,851,951)	\$ -	\$ (28,504)	\$ (5,880,455)	\$ 186	\$ (5,880,269)

THOMAS MEDIA OPERATIONS, LLC/THOMAS RADIO, LLC
Profit & Loss Reconciliation
To Audited Financial Statements
As of December 31, 2002

Category	Financials	Pre-Audit Subsequent Entries	Audit AJE's	Adjusted Financials	Grouping Differences	Audited Financials
Gross Revenues	\$ 3,385,966	\$ -	\$ -	\$ 3,385,966	177,497	\$ 3,563,463
Less Agency Commission	238,254	-	-	238,254	-	-
Net Revenue	3,147,712	-	-	3,147,712	177,497	3,325,209
Operating Expenses						
Trade Expense	-	-	-	-	175,497	175,497
Programming	540,909	-	-	540,909	-	540,909
Engineering	139,164	-	-	139,164	-	139,164
Sales	816,150	3,000	-	819,150	-	819,150
Promotions	37,001	(6,400)	-	30,601	-	30,601
G&A	467,546	1,912	-	469,458	-	469,458
Total Operating Expenses	2,000,770	(1,488)	-	1,999,282	175,497	2,174,779
BCF	1,146,942	1,488	-	1,148,430	2,000	1,150,430
Depreciation	141,717	-	48,163	189,880	-	189,880
Amortization	151,313	-	(117,517)	33,696	-	33,696
EBIT	853,912	1,488	69,454	924,854	2,000	926,854
Management Fees	238,227	-	-	238,227	(50)	238,137
Minority Interest	-	-	-	-	126,090	126,090
Other (Income)/Expense	(33,600)	-	-	(33,600)	-	(33,600)
Income from Trade	(2,000)	-	-	(2,000)	2,000	-
Loss from disposal of Assets	-	-	-	-	5,665	5,665
Interest:						
G/S - Deferred Interest	490,605	-	-	490,605	-	490,605
G/S - Interest	543,946	-	-	543,946	-	543,946
Seller Notes	72,760	-	-	72,760	-	72,760
Affiliate Notes	116,849	-	-	116,849	-	116,849
Other	395	-	-	395	-	395
PreTax Earnings	(\$573,270)	\$1,488	\$69,454	(\$502,328)	(\$131,665)	(\$633,993)

RTG MEDIA, LLC/RTG RADIO LLC
Profit & Loss Reconciliation
To Audited Financial Statements
As of December 31, 2002

Category	Financials	Pre-Audit Subsequent Entries	Audit AJE's	Adjusted Financials	Grouping Differences	Audited Financials
Gross Revenues	\$ 3,781,697	\$ -	\$ -	\$ 3,781,697	192,098	\$ 3,973,795
Less: Agency Commission	209,555	-	-	209,555		
Net Revenue	3,572,142	-	-	3,572,142	192,098	3,764,240
Operating Expenses						
Trade Expense					192,098	192,098
Programming	651,088	-	-	651,088		651,088
Engineering	177,386	-	-	177,386		177,386
Sales	829,670	-	-	829,670		829,670
Promotions	3,901	-	-	3,901		3,901
G&A	804,215	2,626	-	806,841		806,841
Total Operating Expenses	2,466,260	2,626	-	2,468,886	192,098	2,660,984
BCF	1,105,882	(2,826)	-	1,103,256	0	1,103,256
Depreciation	375,250	-	24,589	399,839		399,839
Amortization	876,355	-	(836,355)	40,000		40,000
EBIT	(145,723)	(2,626)	811,766	663,417	0	663,417
Management Fees	219,125	-	-	219,125	(86)	219,039
Minority Interest					44,949	44,949
Interest:						
G/S - Deferred Interest	704,684	-	-	704,684		704,684
G/S - Interest	780,942	-	-	780,942		780,942
Seller Notes						
Affiliate Notes	342,859	-	-	342,859		342,859
Other	3,009	-	-	3,009		3,009
PreTax Earnings	\$ (2,196,342)	\$ (2,626)	\$ 811,766	(\$1,387,202)	(\$44,863)	(\$1,432,065)

Black Crow Media Group, LLC
Consolidating Balance Sheet
June 30, 2003

	Black Crow	Corporate	STG Media	Thomas Media	RTG Media	Adjustments	Consolidated
ASSETS							
Cash	\$ 857,897	\$ 2,626,305	\$ (1,000,893)	\$ (192,336)	\$ 1851,542		\$ 1,439,431
Cash-Capex Reserve		264,033					264,033
Marketable Securities-G/S		7,119,489					7,119,489
Accounts Receivable	627,900		1,295,283	552,487	525,852		3,001,522
Reserve Doubtful Accts	(31,395)		(64,764)	(27,624)	(26,292)		(150,076)
Net Receivables	596,505		1,230,519	524,863	499,559		2,851,447
Affiliate Receivables	883,490	17,230,877				(18,114,368)	0
Prepaid Expenses	58,111	477,736	365,401	7,711	47,645		956,604
Other	63,666	996,092	62,272	104,840	24,970	(941,551)	310,289
Total Current Assets	2,459,670	28,714,533	657,299	445,078	(279,368)	(19,055,919)	12,941,293
Investments	-	14,386,104		4,520,556		(14,386,104)	4,520,556
Net Fixed Assets	943,467	81,898	1,010,513	876,967	2,474,208		5,387,051
Capitalized Loan Costs		3,053,620					3,053,620
Amortization		(924,682)					(924,682)
Net Capitalized Loan Costs		2,128,938					2,128,938
Broadcast Licenses	3,826,244		3,361,000	1,755,619	10,800,000		19,742,863
Goodwill	254,186		14,206,845	2,014,126	343,282		16,818,439
Amortization	(1,432,721)		(2,914,379)	(567,033)	(705,300)		(5,619,433)
Net Licenses and Goodwill	2,647,709		14,653,466	3,202,712	10,437,982		30,941,869
TOTAL ASSETS	\$ 6,050,846	\$ 45,311,471	\$ 16,321,278	\$ 9,045,314	\$ 12,632,822	\$ (33,442,023)	\$ 55,919,707

	Black Crow	Corporate	STG Media	Thomas Media	RTG Media	Adjustments	Consolidated
LIABILITIES AND EQUITY							
Accounts Payable	\$ 83,183	\$ 2,982	\$ 230,213	\$ 64,510	\$ 34,367		\$ 415,255
Accrued Payroll	45,826		63,226	74,545	65,332		248,929
Accrued Taxes	18,276		5,046	7,597	7,086		38,004
Accrued Interest	-	-	-	13,821	-		13,821
Accrued Expenses	225,130	10,575	395,640	142,692	254,474	(941,551)	86,959
S/T Debt- Others			110,359	143,720			254,079
Total Current Liabilities	372,415	13,557	804,484	446,885	361,258	(941,551)	1,057,047
Goldman Sachs-Term Loan	12,677,665	6,500,000	11,738,579	5,164,974	7,418,782		43,500,000
G.S. Working Capital-Line	702,411		650,381	286,167	411,041		2,050,000
Long Term Debt- Others	7,684		2,086,142	736,016	36,085		2,865,929
Deferred Interest	1,801,361	1,551,205	1,474,773	733,888	1,054,130		6,615,358
Affiliate Payables			9,186,584	2,095,097	6,832,687	(18,114,368)	0
TOTAL LIABILITIES	15,561,536	8,064,763	25,940,943	9,463,029	16,113,983	(19,055,919)	56,088,334
TOTAL EQUITY	(9,510,690)	37,246,708	(9,619,665)	(417,715)	(3,481,161)	(14,386,104)	(168,627)
TOTAL LIABILITIES & EQUITY	\$ 6,050,846	\$ 45,311,471	\$ 16,321,278	\$ 9,045,314	\$ 12,632,822	\$ (33,442,023)	\$ 55,919,707

Black Crow Media Group LLC
Balance Sheet
June 30, 2003

ASSETS

	Corporate	Adjustments	Adjusted
Cash	\$ 2,626,305		\$ 2,626,305
Cash-Capex Reserve	264,033		264,033
Marketable Securities-G/S	7,119,489		7,119,489
Accounts Receivable			
Reserve Doubtful Accts			
Net Receivables			
Affiliate Receivables	17,230,877		17,230,877
Prepaid Expenses	477,736		477,736
Other	996,092		996,092
Total Current Assets	28,714,533		28,714,533
Net Fixed Assets	81,896		81,896
Investments	14,386,104		14,386,104
Capitalized Loan Costs	3,053,620		3,053,620
Amortization	(924,682)		(924,682)
Net Capitalized Loan Costs	2,128,938		2,128,938
Broadcast Licenses			
Goodwill			
Amortization			-
Net Licenses and Goodwill			
TOTAL ASSETS	\$ 45,311,471		\$ 45,311,471

LIABILITIES AND EQUITY

	Corporate	Adjustments	Adjusted
Accounts Payable	\$ 2,982		2,982
Accrued Payroll			
Accrued Interest and Taxes	-		0
Accrued Expenses	10,575		10,575
Total Current Liabilities	13,557		13,557
Goldman Sachs-Term Loan	6,500,000		6,500,000
G.S.Working Capital-Line			
Deferred Interest	1,551,205		1,551,205
Affiliate Paybles			
TOTAL LIABILITIES	8,064,763		8,064,763
TOTAL EQUITY	37,246,708		37,246,708
TOTAL LIABILITIES & EQUITY	\$ 45,311,471		\$ 45,311,471

Black Crow Media Group LLC
Balance Sheet
June 30, 2003

ASSETS

	Black Crow Media LLC	Black Crow Radio LLC	Adjustments	Combined
Cash	\$ 857,897			\$ 857,897
Marketable Securities				
Accounts Receivable	627,900			627,900
Reserve Doubtful Accts	(31,395)			(31,395)
Net Receivables	596,505			596,505
Affiliate Receivables	883,490			883,490
Prepaid Expenses	58,111			58,111
Other	63,666			63,666
Total Current Assets	2,459,670			2,459,670
Investments	2,539,527		(2,539,527)	-
Net Fixed Assets	943,467			943,467
Broadcast Licenses		3,826,244		3,826,244
Goodwill	254,186			254,186
Amortization	(124,747)	(1,307,974)		(1,432,721)
Net Licenses and Goodwill	129,439	2,518,270		2,647,709
TOTAL ASSETS	\$ 6,072,103	\$ 2,518,270	\$ (2,539,527)	\$ 6,050,846

LIABILITIES AND EQUITY

	Black Crow Media LLC	Black Crow Radio LLC	Adjustments	Combined
Accounts Payable	\$ 83,183			\$ 83,183
Accrued Payroll	45,826			45,826
Accrued Taxes	18,276			18,276
Accrued Interest	-			-
Accrued Expenses	225,130			225,130
Total Current Liabilities	372,415			372,415
Goldman Sachs-Term Loan	12,677,665			12,677,665
G.S.Working Capital-Line	702,411			702,411
Deferred Interest	1,801,361			1,801,361
Long Term Debt- Others	7,684			7,684
TOTAL LIABILITIES	15,561,536			15,561,536
TOTAL EQUITY	(9,489,433)	2,518,270	(2,539,527)	(9,510,690)
TOTAL LIABILITIES & EQUITY	\$ 6,072,103	\$ 2,518,270	\$ (2,539,527)	\$ 6,050,846

Black Crow Media Group LLC
Balance Sheet
June 30, 2003

	STG Media Huntsville	BCA Radio, LLC	Adjustments	Combined
ASSETS				
Cash	\$ (1,000,893)			\$ (1,000,893)
Marketable Securities				
Accounts Receivable	1,295,283			1,295,283
Reserve Doubtful Accts	(64,764)			(64,764)
Net Receivables	1,230,519			1,230,519
Affiliate Receivables				-
Prepaid Expenses	365,401			365,401
Other	62,272			62,272
Total Current Assets	657,299			657,299
Investments	2,929,222		(2,929,222)	-
Net Fixed Assets	1,010,513			1,010,513
Broadcast Licenses		3,361,000		3,361,000
Goodwill	14,206,845			14,206,845
Amortization	(2,432,989)	(481,389)		(2,914,379)
Net Licenses and Goodwill	11,773,855	2,879,611		14,653,466
TOTAL ASSETS	\$ 16,370,889	\$ 2,879,611	\$ (2,929,222)	\$ 16,321,278

	STG Media Huntsville	BCA Radio, LLC	Adjustments	Combined
LIABILITIES AND EQUITY				
Accounts Payable	\$ 230,213			\$ 230,213
Accrued Payroll	63,226			63,226
Accrued Taxes	5,046			5,046
Accrued Interest	-			-
Accrued Expenses	395,640			395,640
ST Debt-Others	110,359			110,359
Total Current Liabilities	804,484			804,484
Goldman Sachs-Term Loan	11,738,579			11,738,579
G.S.Working Capital-Line	650,381			650,381
Long Term Debt- Others	2,086,142			2,086,142
Deferred Interest	1,474,773			1,474,773
Affiliate Payables	9,186,584			9,186,584
TOTAL LIABILITIES	25,940,943			25,940,943
TOTAL EQUITY	(9,570,054)	2,879,611	(2,929,222)	(9,619,665)
TOTAL LIABILITIES & EQUITY	\$ 16,370,889	\$ 2,879,611	\$ (2,929,222)	\$ 16,321,278

Black Crow Media Group LLC
Balance Sheet
June 30, 2003

ASSETS

	THOMAS MEDIA OPERATIONS LLC	THOMAS RADIO LLC	Adjustments	Combined
Cash	\$ (192,336)			\$ (192,336)
Marketable Securities				
Accounts Receivable	552,487			552,487
Reserve Doubtful Accts	(27,624)			(27,624)
Net Receivables	524,863			524,863
Affiliate Receivables				
Prepaid Expenses	7,711			7,711
Other	104,840			104,840
Total Current Assets	445,078			445,078
Investments	4,520,556			4,520,556
Net Fixed Assets	876,967			876,967
Broadcast Licenses		1,755,619		1,755,619
Goodwill	2,014,126			2,014,126
Amortization	(401,225)	(165,809)		(567,033)
Net Licenses and Goodwill	1,612,902	1,589,811		3,202,712
TOTAL ASSETS	\$ 7,455,503	\$ 1,589,811	\$ -	\$ 9,045,314

LIABILITIES AND EQUITY

	THOMAS MEDIA OPERATIONS LLC	THOMAS RADIO LLC	Adjustments	Combined
Accounts Payable	\$ 64,510			\$ 64,510
Accrued Payroll	74,545			74,545
Accrued Taxes	7,597			7,597
Accrued Interest	13,821			13,821
Accrued Expenses	142,692			142,692
ST Debt-Others	143,720			143,720
Total Current Liabilities	446,885			446,885
Goldman Sachs-Term Loan	5,164,974			5,164,974
G.S.Working Capital-Line	286,167			286,167
Deferred Interest	733,888			733,888
Long Term Debt- Others	736,018			736,018
Affiliate Payables	2,095,097			2,095,097
TOTAL LIABILITIES	9,463,029			9,463,029
TOTAL EQUITY	(2,007,526)	1,589,811		(417,715)
TOTAL LIABILITIES & EQUITY	\$ 7,455,503	\$ 1,589,811	\$ -	\$ 9,045,314

Black Crow Media Group LLC
Balance Sheet
June 30, 2003

	RTG MEDIA LLC	RTG RADIO LLC	Adjustments	Combined
ASSETS				
Cash	\$ (851,542)			\$ (851,542)
Marketable Securities				
Accounts Receivable	525,852			525,852
Reserve Doubtful Accts	(26,292)			(26,292)
Net Receivables	499,559			499,559
Affiliate Receivables				
Prepaid Expenses	47,645			47,645
Other	24,970			24,970
Total Current Assets	(279,368)			(279,368)
Investments	10,200,000		(10,200,000)	-
Net Fixed Assets	2,474,208			2,474,208
Broadcast Licenses		10,800,000		10,800,000
Goodwill	343,282			343,282
Amortization	(105,300)	(600,000)		(705,300)
Net Licenses and Goodwill	237,982	10,200,000		10,437,982
TOTAL ASSETS	\$ 12,632,822	\$ 10,200,000	\$ (10,200,000)	\$ 12,632,822

	RTG MEDIA LLC	RTG RADIO LLC	Adjustments	Combined
LIABILITIES AND EQUITY				
Accounts Payable	\$ 34,367			\$ 34,367
Accrued Payroll	65,332			65,332
Accrued Taxes	7,086			7,086
Accrued Interest				-
Accrued Expenses	254,474			254,474
Total Current Liabilities	361,258			361,258
Goldman Sachs-Term Loan	7,418,782			7,418,782
G.S.Working Capital-Line	411,041			411,041
Long Term Debt- Others	36,085			36,085
Deferred Interest	1,054,130			1,054,130
Affiliate Payables	6,832,687			6,832,687
TOTAL LIABILITIES	16,113,983			16,113,983
TOTAL EQUITY	(3,481,161)	10,200,000	(10,200,000)	(3,481,161)
TOTAL LIABILITIES & EQUITY	\$ 12,632,822	\$ 10,200,000	\$ (10,200,000)	\$ 12,632,822

Black Crow Media Group, LLC
June 2003 Profit - Loss Statements- Consolidating-MTD

	<u>Corporate</u>	<u>Black Crow Media LLC</u>	<u>STG Media LLC</u>	<u>Thomas Media Operations LLC</u>	<u>RTG Media LLC</u>	<u>Adjustments</u>	<u>Consolidated</u>
Gross Revenue	\$ 110,745	\$ 450,341	\$ 591,925	\$ 266,203	\$ 299,916	\$ (110,745)	\$1,608,385
Less Agcy Com	0	35,748	57,434	19,787	15,970		139,939
Net Revenue	110,745	413,593	534,491	246,416	283,946	(110,745)	1,468,446
Operating Exp.							
Programming		60,875	58,841	40,271	52,156		212,143
Engineering		8,795	13,015	11,174	17,359		50,343
Sales		99,107	128,652	33,762	75,127		336,648
Promotions		13,672	35,043	172	133		49,020
G&A		55,018	62,009	38,801	63,067		218,695
Total Oper Exp		237,467	297,560	124,180	207,842		867,049
BCF	110,745	176,126	226,931	122,235	76,104	(110,745)	601,397
Corp Exp	166,163						166,163
EBITDA	(55,418)	176,126	226,931	122,236	76,104	(110,745)	435,234
Depreciation	1,055	23,364	15,293	17,281	35,199		92,192
Amortization	7,165	344	-	-	3,333		10,842
EBIT	(63,638)	152,418	211,638	104,955	37,572	(110,745)	332,200
Management Fees		27,493	41,092	19,305	22,855	(110,745)	-
Other (Income)/Expense	(278,580)	(41)	-	(2,904)	-	-	(281,525)
Income from Trade							-
Loss from sale of Assets							-
Interest:							-
G/S - Deferred Interest	48,082	98,976	91,644	40,324	57,919		336,945
G/S -Interest	48,297	108,250	100,383	44,256	63,542		364,728
Seller Notes			13,127	5,425	-		18,552
Affiliate Notes			-	-	-		-
Other	-	6	137,697	31,428	102,412		271,543
Pretax Earnings	\$ 118,563	\$ (82,266)	\$ (172,305)	\$ (32,879)	\$ (209,156)	\$ -	\$ (378,044)

Black Crow Media Group, LLC
June 2003 Profit - Loss Statements- Consolidating- Year to Date

	Corporate	Black Crow Media LLC	STG Media LLC	Thomas Media Operations LLC	RTG Media LLC	Adjustments	Consolidated
Gross Revenue	\$ 517,645	\$ 2,590,822	\$ 3,421,801	\$ 1,533,523	\$ 1,762,894	\$ (517,645)	\$9,409,140
Less Agcy Com		229,032	399,506	107,044	93,265		828,868
Net Revenue	617,645	2,461,790	3,022,394	1,426,479	1,669,608	(617,645)	8,580,272
Programming		374,407	383,792	243,655	313,823		1,315,677
Engineering		55,989	72,861	71,201	107,826		307,877
Sales		595,083	684,784	335,896	418,092		2,033,855
Promotions		84,553	163,819	(1,593)	678		267,458
G&A		333,504	371,028	228,509	363,713		1,314,755
Total Oper Exp		1,443,537	1,696,265	875,668	1,224,133		5,239,603
BCF	617,645	1,018,253	1,326,130	550,811	445,476	(617,645)	3,340,669
Corp Exp	824,960						824,960
EBITDA	(207,315)	1,018,253	1,326,130	550,811	445,476	(617,645)	2,515,708
Depreciation	5,372	131,455	105,581	113,374	220,186		576,948
Amortization	42,989	2,259	-	-	20,000		65,248
EBIT	(256,676)	884,539	1,220,569	437,437	205,290	(617,645)	1,873,513
Management Fees		173,685	214,317	87,450	124,339	(617,645)	(17,854)
Other (Income)/Expense	(598,194)	(75)	-	(2,904)	-	-	(601,173)
Income from Trade							-
Loss from sale of Assets							-
Interest:							-
Q/S - Deferred Interest	290,096	597,155	552,921	243,286	349,448		2,032,904
Q/S - Interest	280,431	630,538	564,707	257,780	370,114		2,123,568
Seller Notes	-	-	79,829	33,463	-		113,092
Affiliate Notes	-	-	-	-	-		-
Other	-	48	283,025	62,559	205,115		550,746
Pretax Earnings	\$ (229,009)	\$ (516,808)	\$ (494,031)	\$ (244,196)	\$ (843,724)	\$ -	\$ (2,327,769)

Black Crow Media Group, LLC
June 2003 Profit - Loss Statements

Group Summary - All Operations								
Current Month			Category	Year-to Date				
Actual	Last Year	Budget		Actual	Last Year	Budget		
\$ 1,608,385	\$ 1,670,619	\$ 1,898,730	Gross Revenues	\$ 9,409,140	\$ 9,345,997	\$ 10,290,712		
139,939	146,169	168,420	Less: Agency Commission	828,868	808,228	871,271		
1,468,446	1,524,450	1,730,310	Net Revenue	8,580,272	8,537,769	9,419,441		
			Operating Expenses					
212,143	219,718	226,681	Programming	1,315,677	1,335,299	1,377,554		
50,343	48,802	52,321	Engineering	307,877	264,273	316,059		
336,648	379,559	397,705	Sales	2,033,835	2,065,284	2,235,066		
49,020	38,327	58,474	Promotions	267,458	255,017	326,153		
218,895	224,469	224,838	G&A	1,314,755	1,344,535	1,342,224		
867,049	910,875	960,019	Total Operating Expenses	5,239,603	5,264,409	5,597,056		
601,397	613,575	770,291	BCF	3,340,669	3,273,360	3,822,385		
166,163	169,276	187,164	Corporate	824,960	756,627	840,176		
435,234	444,299	583,127	EBITDA	2,515,709	2,516,733	2,982,209		
92,192	72,294	139,998	Depreciation	576,948	433,858	782,643		
10,842	197,149	406,736	Amortization	65,248	1,199,701	2,242,569		
332,200	174,856	36,393	EBIT	1,873,513	883,174	(43,003)		
-	(5,359)	2,800	Management Fees	(17,854)	(28,374)	2,800		
(281,525)	(299,888)	(2,800)	Other (Income)/Exp	(601,173)	(456,125)	(2,800)		
-	-	-	Income from Trade	-	-	-		
			Loss from sale of Assets	-	-	-		
			Interest:					
336,945	288,863	341,625	G/S - Deferred Interest	2,032,904	1,742,808	2,049,751		
364,728	323,253	375,873	G/S -Interest	2,123,568	1,953,193	2,255,234		
18,552	20,091	18,700	Seller Notes	113,092	121,728	112,200		
-	-	-	Affiliate Notes	-	-	-		
271,543	232,553	4,975	Other	550,746	336,416	24,875		
\$ (378,044)	\$ (384,657)	\$ (704,778)	PreTax Earnings	\$ (2,327,769)	\$ (2,786,472)	\$ (4,485,062)		
Ratios								
13.19%	13.15%	11.94%	Programming	13.98%	14.29%	13.39%		
3.13%	2.92%	2.76%	Engineering	3.27%	2.83%	3.07%		
20.93%	22.72%	20.95%	Sales	21.62%	22.10%	21.72%		
3.05%	2.29%	3.08%	Promotions	2.84%	2.73%	3.17%		
13.61%	13.44%	11.84%	G&A	13.97%	14.39%	13.04%		
53.91%	54.52%	50.56%	Expenses % to Gross Rev	55.69%	56.33%	54.39%		
8.70%	8.75%	8.87%	Agency Commission	8.81%	8.65%	8.47%		
37.39%	36.73%	40.57%	% BCF-Gross	35.50%	35.02%	37.14%		
40.95%	40.25%	44.52%	% BCF-Net	38.93%	38.34%	40.58%		
27.06%	26.59%	30.71%	%EBITDA-Gross	26.74%	26.93%	28.98%		
29.64%	29.14%	33.70%	%EBITDA-Net	29.32%	29.48%	31.66%		
88.06%	77.28%	67.66%	% Curr Int/EBITDA	88.91%	82.45%	79.39%		
-23.50%	-23.02%	-37.12%	%PreTax Earnings	-24.74%	-29.81%	-43.58%		

9/24/2003 2:53 PM

Black Crow Media Group,LLC
June 2003 Profit - Loss Statements

Current Month			Corporate			
Actual	Last Year	Budget	Category	Year-to Date		
				Actual	Last Year	Budget
\$ 110,745	\$ 112,504	\$ 138,965	Management Fees	\$ 617,645	\$ 625,677	\$ 752,065
129,507	134,372	150,731	Salaries	574,716	539,987	621,108
1,874	1,914	2,400	Benefits	11,219	12,210	14,400
131,381	136,286	153,131	Total Personnel	585,935	552,197	635,508
6,051	3,300	3,300	Insurance	16,401	18,653	19,800
540	404	500	Utilities	2,910	2,270	3,000
1,500	1,500	1,500	Rent	9,000	9,000	9,000
			Taxes			
8,333	7,833	8,333	Outside Serv-Accounting	49,998	46,998	50,000
2,491	3,392	1,000	Outside Serv-Consulting	6,542	5,242	6,000
10,000	2,500	4,000	Outside Serv-Legal	44,500	25,000	24,000
5,867	14,061	15,400	Other	109,674	97,268	92,868
166,163	169,276	187,164	Total Corporate Expenses	824,960	756,627	840,176
(55,418)	(56,772)	(48,199)	BCF	(207,315)	(130,950)	(88,111)
1,055	258	983	Depreciation	6,372	1,641	5,898
7,165		5,616	Amortization	42,989		33,696
(63,638)	(57,030)	(54,798)	EBIT	(256,676)	(132,591)	(127,705)
(278,580)	(299,845)		Other (Income)/Exp	(598,194)	(456,005)	
48,082		48,750	Interest:			
48,297		49,802	G/S - Deferred Interest	290,096		292,500
			G/S - Interest	280,431		298,810
			Seller Notes			
			Affiliate Notes			
			Other			
\$ 118,563	\$ 242,815	\$ (153,350)	PreTax Earnings	\$ (229,009)	\$ 323,414	\$ (719,014)

Black Crow Media Group, LLC
June 2003 Profit - Loss Statements

Black Crow - Daytona Beach						
Current Month			Category	Year-to Date		
Actual	Last Year	Budget		Actual	Last Year	Budget
\$ 450,341	\$ 482,762	\$ 519,680	Gross Revenues	\$ 2,690,822	\$ 2,818,057	\$ 2,999,056
36,748	44,564	48,724	Less: Agency Commission	229,032	260,284	265,242
413,593	438,198	470,956	Net Revenue	2,461,790	2,557,773	2,733,814
			Operating Expenses			
60,875	63,147	63,990	Programming	374,407	380,748	381,809
8,795	7,170	9,558	Engineering	55,989	49,887	57,347
99,107	98,306	104,336	Sales	595,083	587,590	640,682
13,672	15,938	16,582	Promotions	84,553	96,770	99,490
55,018	51,479	57,055	G&A	333,504	332,261	341,692
237,467	236,040	251,521	Total Operating Expenses	1,443,537	1,447,257	1,521,020
176,126	202,158	219,435	BCF	1,018,253	1,110,516	1,212,794
23,364	27,487	21,091	Depreciation	131,455	164,923	126,546
344	23,132	25,131	Amorlization	2,259	138,791	150,786
152,418	151,539	173,213	EBIT	884,539	806,802	935,462
27,493	31,992	37,951	Management Fees	173,685	188,048	219,075
(41)	(43)		Other (Income)/Expense	(75)	(120)	
			Interest:			
98,976	98,976	100,351	G/S - Deferred Interest	597,155	597,155	602,104
108,250	110,730	111,549	G/S -Interest	630,536	668,166	669,293
			Seller Notes			
6	27		Affiliate Notes			
			Other	48	107	
\$ (82,266)	\$ (90,143)	\$ (76,637)	PreTax Earnings	\$ (516,808)	\$ (646,553)	\$ (555,010)
Ratios						
13.52%	13.08%	12.31%	Programming	13.91%	13.51%	12.73%
1.95%	1.49%	1.84%	Engineering	2.08%	1.77%	1.91%
22.01%	20.36%	20.08%	Sales	22.12%	20.85%	21.36%
3.04%	3.30%	3.19%	Promotions	3.14%	3.43%	3.32%
12.22%	10.66%	10.98%	G&A	12.39%	11.79%	11.39%
52.73%	48.89%	48.40%	Expenses % to Gross Rev	53.65%	51.36%	50.72%
8.16%	9.23%	9.38%	Agency Commission	8.51%	9.24%	8.84%
39.11%	41.88%	42.23%	% BCF-Gross	37.84%	39.41%	40.44%
42.58%	46.13%	46.59%	% BCF-Net	41.36%	43.42%	44.36%
-18.27%	-18.67%	-14.75%	%PreTax Earnings	-19.21%	-22.94%	-18.51%

Black Crow Media Group, LLC
June 2003 Profit - Loss Statements

STG Media - Huntsville						
Current Month			Category	Year-to Date		
Actual	Last Year	Budget		Actual	Last Year	Budget
\$ 591,925	\$ 592,008	\$ 720,471	Gross Revenues	\$ 3,421,901	\$ 3,168,588	\$ 3,643,986
67,434	65,255	76,580	Less: Agency Commission	399,506	356,107	378,317
524,491	526,753	643,891	Net Revenue	3,022,394	2,812,480	3,265,669
			Operating Expenses			
58,841	59,862	63,401	Programming	383,792	381,559	399,446
13,015	11,272	11,556	Engineering	72,861	58,045	72,837
128,652	113,740	146,376	Sales	684,764	622,480	770,057
35,043	19,914	39,447	Promotions	183,819	132,109	209,963
62,009	68,479	82,294	G&A	371,028	400,263	375,129
297,560	273,267	323,074	Total Operating Expenses	1,696,265	1,594,457	1,827,432
226,931	253,486	320,817	BCF	1,326,130	1,218,024	1,438,237
15,293	9,817	20,640	Depreciation	105,581	58,902	123,840
	99,159	31,278	Amortization		611,761	187,668
211,638	144,510	268,899	EBIT	1,220,569	547,361	1,126,729
41,092	41,774	52,168	Management Fees	214,317	207,112	262,693
			Other (Income)/Expense			
			Loss from sale of Assets			
			Interest:			
91,644	91,644	92,917	G/S - Deferred Interest	552,921	552,921	557,503
100,383	102,257	103,443	G/S -Interest	584,707	619,615	620,656
13,127	13,802	13,100	Seller Notes	79,629	83,562	78,600
			Affiliate Notes			
137,697	89,967		Other	283,025	156,536	
\$ (172,305)	\$ (194,934)	\$ 7,272	PreTax Earnings	\$ (494,031)	\$ (1,072,384)	\$ (392,723)
			Ratios			
9.94%	10.11%	8.80%	Programming	11.22%	12.04%	10.96%
2.20%	1.90%	1.60%	Engineering	2.13%	1.83%	2.00%
21.73%	19.21%	20.32%	Sales	20.01%	19.65%	21.13%
5.92%	3.36%	5.48%	Promotions	5.37%	4.17%	5.76%
10.48%	11.57%	8.65%	G&A	10.84%	12.63%	10.28%
50.27%	46.16%	44.84%	Expenses % to Gross Rev	49.57%	50.32%	50.15%
11.39%	11.02%	10.63%	Agency Commission	11.67%	11.24%	10.38%
38.34%	42.82%	44.53%	% BCF-Gross	38.75%	38.44%	39.47%
43.27%	48.12%	49.82%	% BCF-Net	43.88%	43.31%	44.04%
-29.11%	-32.93%	1.01%	%PreTax Earnings	-14.44%	-33.84%	-10.78%

Black Crow Media Group, LLC
June 2003 Profit - Loss Statements

Thomas Media - Jackson, Tn								
Current Month			Category	Year-to Date				
Actual	Last Year	Budget		Actual	Last Year	Budget		
\$ 266,203	\$ 287,103	\$ 318,504	Gross Revenues	\$ 1,533,523	\$ 1,579,672	\$ 1,705,544		
19,787	18,003	25,028	Less: Agency Commission	107,044	99,435	125,335		
246,416	269,100	293,476	Net Revenue	1,426,479	1,480,237	1,580,209		
			Operating Expenses					
40,271	45,869	43,384	Programming	243,655	267,572	265,365		
11,174	12,731	11,936	Engineering	71,201	68,321	72,331		
33,762	55,932	72,813	Sales	335,896	417,675	421,170		
172	1,994	2,000	Promotions	(1,593)	22,968	14,000		
38,801	38,320	39,037	G&A	226,509	234,309	231,254		
124,180	154,846	169,170	Total Operating Expenses	875,668	1,010,846	1,004,120		
122,236	114,254	124,306	BCF	550,811	469,391	576,089		
17,281	10,863	8,568	Depreciation	113,374	65,180	51,406		
	21,409	15,864	Amortization		128,453	95,184		
104,955	81,982	99,874	EBIT	437,437	275,758	429,499		
19,305	16,981	26,575	Management Fees	87,450	97,301	130,042		
(2,904)		(2,800)	Other (Income)/Expense	(2,904)		(2,800)		
			Income from Trade					
			Interest:					
40,324	40,324	40,884	G/S - Deferred Interest	243,286	243,286	245,302		
44,256	45,230	45,600	G/S -Interest	257,780	273,195	273,600		
5,425	6,289	5,600	Seller Notes	33,463	38,166	33,600		
			Affiliate Notes					
31,428	34,133		Other	62,559	49,013			
\$ (32,879)	\$ (60,975)	\$ (15,985)	PreTax Earnings	\$ (244,196)	\$ (425,202)	\$ (250,245)		
Ratios								
15.13%	15.98%	13.62%	Programming	15.89%	16.94%	15.56%		
4.20%	4.43%	3.75%	Engineering	4.64%	4.33%	4.24%		
12.68%	19.48%	22.86%	Sales	21.90%	26.44%	24.69%		
0.06%	0.69%	0.63%	Promotions	-0.10%	1.45%	0.82%		
14.58%	13.35%	12.26%	G&A	14.77%	14.83%	13.56%		
46.65%	53.93%	53.11%	Expenses % to Gross Rev	57.10%	63.99%	58.87%		
7.43%	6.27%	7.86%	Agency Commission	6.98%	6.29%	7.35%		
45.92%	39.80%	39.03%	% BCF-Gross	35.92%	29.71%	33.78%		
49.61%	42.46%	42.36%	% BCF-Net	38.61%	31.71%	36.46%		
-12.35%	-21.24%	-5.02%	%PreTax Earnings	-15.92%	-26.92%	-14.67%		

Black Crow Media Group, LLC
June 2003 Profit - Loss Statements

RTG Media - SE Georgia, N. Florida								
Current Month			Category	Year-to Date				
Actual	Last Year	Budget		Actual	Last Year	Budget		
\$ 299,916	\$ 308,746	\$ 340,675	Gross Revenues	\$ 1,762,894	\$ 1,779,680	\$ 1,942,126		
15,970	18,347	18,088	Less: Agency Commission	93,285	92,401	102,377		
283,946	290,399	321,987	Net Revenue	1,669,608	1,687,278	1,839,749		
			Operating Expenses					
52,156	50,840	55,906	Programming	313,823	305,420	330,934		
17,359	17,629	19,271	Engineering	107,826	88,020	113,544		
75,127	111,581	74,180	Sales	418,092	437,539	403,157		
133	481	445	Promotions	678	3,169	2,700		
63,067	66,191	66,452	G&A	383,713	377,701	394,149		
207,842	246,722	216,254	Total Operating Expenses	1,224,133	1,211,849	1,244,484		
76,104	43,677	105,733	BCF	445,476	475,429	595,265		
35,199	23,869	88,716	Depreciation	220,186	143,212	474,953		
3,333	53,449	328,847	Amortization	20,000	320,696	1,775,235		
37,572	(33,641)	(311,830)	EBIT	205,290	11,521	(1,654,923)		
22,855	16,398	25,071	Management Fees	124,339	104,842	143,055		
			Other (Income)/Expense					
57,919	57,919	56,724	Interest:					
63,542	65,036	65,479	G/S - Deferred Interest	349,446	349,446	352,342		
			G/S -Interest	370,114	392,217	392,875		
			Seller Notes					
102,412	108,426	4,975	Affiliate Notes					
			Other	205,115	130,762	24,875		
\$ (209,156)	\$ (281,420)	\$ (466,078)	PreTax Earnings	\$ (843,724)	\$ (965,746)	\$ (2,568,070)		
Ratios								
17.39%	16.47%	16.44%	Programming	17.80%	17.16%	17.04%		
5.79%	5.71%	5.67%	Engineering	6.12%	4.95%	5.85%		
25.05%	36.14%	21.81%	Sales	23.72%	24.59%	20.76%		
0.04%	0.16%	0.13%	Promotions	0.04%	0.18%	0.14%		
21.03%	21.44%	19.54%	G&A	21.77%	21.22%	20.29%		
69.30%	79.91%	63.59%	Expenses % to Gross Rev	69.44%	68.09%	64.08%		
5.32%	5.94%	5.32%	Agency Commission	5.29%	5.19%	5.27%		
25.38%	14.15%	31.09%	% BCF-Gross	25.27%	26.71%	30.65%		
26.80%	15.04%	32.84%	% BCF-Net	26.68%	28.18%	32.36%		
-69.74%	-91.15%	-137.05%	%PreTax Earnings	-47.86%	-54.27%	-132.23%		

Black Crow Media Group, LLC
Consolidating Balance Sheet
August 31, 2003

	Black Crow	Corporate	STG Media	Thomas Media	RTG Media	Adjustments	Consolidated
ASSETS							
Cash	\$ 1,039,734	\$ 3,212,805	\$ (866,268)	\$ (354,261)	\$ (907,244)		\$ 2,124,766
Cash-Capex Reserve		215,938					215,938
Marketable Securities-G/S		7,130,657					7,130,657
Accounts Receivable	467,435		(1,131,953)	601,965	532,466		2,733,819
Reserve Doubtful Accts	(44,704)		(85,938)	(35,923)	(49,186)		(215,751)
Net Receivables	422,731		1,046,015	566,042	483,281		2,518,068
Affiliate Receivables	876,446	17,333,792				(18,210,239)	0
Prepaid Expenses	40,556	634,540	405,866	6,606	43,661		1,131,230
Other	41,172	177,337	49,675	89,241	28,756	(117,231)	268,951
Total Current Assets	2,420,640	28,705,069	635,288	307,627	(351,547)	(18,327,469)	13,389,609
Investments	-	14,386,104		4,520,556		(14,386,104)	4,520,556
Net Fixed Assets	896,739	79,786	981,478	865,255	2,405,237		5,228,495
Capitalized Loan Costs		3,053,620					3,053,620
Amortization		(939,012)					(939,012)
Net Capitalized Loan Costs		2,114,608					2,114,608
Broadcast Licenses	3,826,244		3,361,000	1,755,619	10,800,000		19,742,863
Goodwill	254,186		(4,206,845)	2,014,126	343,282		(6,818,439)
Amortization	(1,433,408)		(2,914,448)	(567,033)	(711,967)		(5,626,856)
Net Licenses and Goodwill	2,647,022		14,653,397	3,202,712	10,431,316		30,934,447
TOTAL ASSETS	\$ 5,964,401	\$ 45,285,567	\$ 16,270,164	\$ 8,896,151	\$ 12,485,005	\$ (32,713,574)	\$ 56,187,715

	Black Crow	Corporate	STG Media	Thomas Media	RTG Media	Adjustments	Consolidated
LIABILITIES AND EQUITY							
Accounts Payable	\$ 28,734	\$ 23,817	\$ (57,208)	\$ 32,947	\$ 31,072		\$ 273,778
Accrued Payroll	19,919		63,388	70,875	60,726		214,907
Accrued Taxes	24,340		7,962	10,621	8,466		51,388
Accrued Interest	-	-	-	(6,353)	-		(6,353)
Accrued Expenses	245,867	64,569	272,620	107,309	162,670	(117,231)	735,805
S/T Debt-Others			92,571	(35,356)			227,927
Total Current Liabilities	318,860	88,386	593,749	350,755	262,934	(117,231)	1,497,453
Goldman Sachs-Term Loan	12,677,665	6,500,000	11,738,579	5,164,974	7,418,782		43,500,000
G S Working Capital-Line	702,411		650,381	286,167	411,041		2,050,000
Long Term Debt- Others	5,128		2,086,142	629,219	33,967		2,754,455
Deferred Interest	2,005,912	(1,650,575)	1,664,172	817,223	1,173,830		7,311,712
Affiliate Payables			9,228,957	2,127,453	6,853,829	(18,210,239)	0
TOTAL LIABILITIES	15,709,976	8,238,961	25,961,979	9,375,791	16,154,383	(18,327,469)	57,113,621
TOTAL EQUITY	(9,745,575)	37,046,606	(9,691,816)	(479,640)	(3,669,377)	(14,386,104)	(925,905)
TOTAL LIABILITIES & EQUITY	\$ 5,964,401	\$ 45,285,567	\$ 16,270,164	\$ 8,896,151	\$ 12,485,005	\$ (32,713,574)	\$ 56,187,715

Black Crow Media Group LLC
Balance Sheet
August 31, 2003

ASSETS

	Corporate	Adjustments	Adjusted
Cash	\$ 3,212,805		\$ 3,212,805
Cash-Capex Reserve	215,938		215,938
Marketable Securities-G/S	7,130,657		7,130,657
Accounts Receivable			
Reserve Doubtful Accts			
Net Receivables			
Affiliate Receivables	17,333,792		17,333,792
Prepaid Expenses	634,540		634,540
Other	177,337		177,337
Total Current Assets	28,705,069		28,705,069
Net Fixed Assets	79,786		79,786
Investments	14,386,104		14,386,104
Capitalized Loan Costs	3,053,620		3,053,620
Amortization	(939,012)		(939,012)
Net Capitalized Loan Costs	2,114,608		2,114,608
Broadcast Licenses			
Goodwill			
Amortization			
Net Licenses and Goodwill			-
TOTAL ASSETS	\$ 45,285,567		\$ 45,285,567

LIABILITIES AND EQUITY

	Corporate	Adjustments	Adjusted
Accounts Payable	\$ 23,817		23,817
Accrued Payroll			
Accrued Interest and Taxes	-		0
Accrued Expenses	64,569		64,569
Total Current Liabilities	88,386		88,386
Goldman Sachs-Term Loan	6,500,000		6,500,000
G.S.Working Capital-Line			
Deferred Interest	1,650,575		1,650,575
Affiliate Paybles			
TOTAL LIABILITIES	8,238,961		8,238,961
TOTAL EQUITY	37,046,606		37,046,606
TOTAL LIABILITIES & EQUITY	\$ 45,285,567		\$ 45,285,567

Black Crow Media Group LLC
Balance Sheet
August 31, 2003

ASSETS

	Black Crow Media LLC	Black Crow Radio LLC	Adjustments	Combined
Cash	\$ 1,039,734			\$ 1,039,734
Marketable Securities				
Accounts Receivable	467,435			467,435
Reserve Doubtful Accts	(44,704)			(44,704)
Net Receivables	422,731			422,731
Affiliate Receivables	876,446			876,446
Prepaid Expenses	40,556			40,556
Other	41,172			41,172
Total Current Assets	2,420,640			2,420,640
Investments	2,539,527		(2,539,527)	-
Net Fixed Assets	896,739			896,739
Broadcast Licenses		3,826,244		3,826,244
Goodwill	254,186			254,186
Amortization	(125,434)	(1,307,974)		(1,433,408)
Net Licenses and Goodwill	128,752	2,518,270		2,647,022
TOTAL ASSETS	\$ 5,985,659	\$ 2,518,270	\$ (2,539,527)	\$ 5,964,401

LIABILITIES AND EQUITY

	Black Crow Media LLC	Black Crow Radio LLC	Adjustments	Combined
Accounts Payable	\$ 28,734			\$ 28,734
Accrued Payroll	19,919			19,919
Accrued Taxes	24,340			24,340
Accrued Interest	-			-
Accrued Expenses	245,867			245,867
Total Current Liabilities	318,860			318,860
Goldman Sachs-Term Loan	12,677,665			12,677,665
G.S.Working Capital-Line	702,411			702,411
Deferred Interest	2,005,912			2,005,912
Long Term Debt- Others	5,128			5,128
TOTAL LIABILITIES	15,709,976			15,709,976
TOTAL EQUITY	(9,724,318)	2,518,270	(2,539,527)	(9,745,575)
TOTAL LIABILITIES & EQUITY	\$ 5,985,659	\$ 2,518,270	\$ (2,539,527)	\$ 5,964,401

Black Crow Media Group LLC
Balance Sheet
August 31, 2003

	STG Media Huntsville	BCA Radio, LLC	Adjustments	Combined
ASSETS				
Cash	\$ (866,268)			\$ (866,268)
Marketable Securities				
Accounts Receivable	1,131,953			1,131,953
Reserve Doubtful Accts	(85,938)			(85,938)
Net Receivables	1,046,015			1,046,015
Affiliate Receivables				-
Prepaid Expenses	405,866			405,866
Other	49,675			49,675
Total Current Assets	635,288			635,288
Investments	2,929,222		(2,929,222)	-
Net Fixed Assets	981,478			981,478
Broadcast Licenses		3,361,000		3,361,000
Goodwill	14,206,845			14,206,845
Amortization	(2,433,058)	(481,389)		(2,914,448)
Net Licenses and Goodwill	11,773,786	2,879,611		14,653,397
TOTAL ASSETS	\$ 16,319,775	\$ 2,879,611	\$ (2,929,222)	\$ 16,270,164

	STG Media Huntsville	BCA Radio, LLC	Adjustments	Combined
LIABILITIES AND EQUITY				
Accounts Payable	\$ 157,208			\$ 157,208
Accrued Payroll	63,388			63,388
Accrued Taxes	7,962			7,962
Accrued Interest	-			-
Accrued Expenses	272,620			272,620
ST Debt-Others	92,571			92,571
Total Current Liabilities	593,749			593,749
Goldman Sachs-Term Loan	11,738,579			11,738,579
G.S.Working Capital-Line	650,381			650,381
Long Term Debt- Others	2,086,142			2,086,142
Deferred Interest	1,664,172			1,664,172
Affiliate Payables	9,228,957			9,228,957
TOTAL LIABILITIES	25,961,979			25,961,979
TOTAL EQUITY	(9,642,204)	2,879,611	(2,929,222)	(9,691,816)
TOTAL LIABILITIES & EQUITY	\$ 16,319,775	\$ 2,879,611	\$ (2,929,222)	\$ 16,270,164

Black Crow Media Group LLC

Balance Sheet

August 31, 2003

ASSETS

	THOMAS MEDIA OPERATIONS LLC	THOMAS RADIO LLC	Adjustments	Combined
Cash	\$ (354,261)			\$ (354,261)
Marketable Securities				
Accounts Receivable	601,965			601,965
Reserve Doubtful Accts	(35,923)			(35,923)
Net Receivables	566,042			566,042
Affiliate Receivables				
Prepaid Expenses	6,606			6,606
Other	89,241			89,241
Total Current Assets	307,627			307,627
Investments	4,520,556			4,520,556
Net Fixed Assets	865,255			865,255
Broadcast Licenses		1,755,619		1,755,619
Goodwill	2,014,126			2,014,126
Amortization	(401,225)	(165,809)		(567,033)
Net Licenses and Goodwill	1,612,902	1,589,811		3,202,712
TOTAL ASSETS	\$ 7,306,341	\$ 1,589,811	\$ -	\$ 8,896,151

LIABILITIES AND EQUITY

	THOMAS MEDIA OPERATIONS LLC	THOMAS RADIO LLC	Adjustments	Combined
Accounts Payable	\$ 32,947			\$ 32,947
Accrued Payroll	70,875			70,875
Accrued Taxes	10,621			10,621
Accrued Interest	(6,353)			(6,353)
Accrued Expenses	107,309			107,309
ST Debt-Others	135,356			135,356
Total Current Liabilities	350,755			350,755
Goldman Sachs-Term Loan	5,164,974			5,164,974
G.S.Working Capital-Line	286,167			286,167
Deferred Interest	817,223			817,223
Long Term Debt- Others	629,219			629,219
Affiliate Payables	2,127,453			2,127,453
TOTAL LIABILITIES	9,375,791			9,375,791
TOTAL EQUITY	(2,069,450)	1,589,811		(479,640)
TOTAL LIABILITIES & EQUITY	\$ 7,306,341	\$ 1,589,811	\$ -	\$ 8,896,151

Black Crow Media Group LLC
Balance Sheet
August 31, 2003

	RTG MEDIA LLC	RTG RADIO LLC	Adjustments	Combined
ASSETS				
Cash	\$ (907,244)			\$ (907,244)
Marketable Securities				
Accounts Receivable	532,466			532,466
Reserve Doubtful Accts	(49,186)			(49,186)
Net Receivables	483,281			483,281
Affiliate Receivables				
Prepaid Expenses	43,661			43,661
Other	28,756			28,756
Total Current Assets	(351,547)			(351,547)
Investments	10,200,000		(10,200,000)	-
Net Fixed Assets	2,405,237			2,405,237
Broadcast Licenses		10,800,000		10,800,000
Goodwill	343,282			343,282
Amortization	(111,967)	(600,000)		(711,967)
Net Licenses and Goodwill	231,316	10,200,000		10,431,316
TOTAL ASSETS	\$ 12,485,005	\$ 10,200,000	\$ (10,200,000)	\$ 12,485,005

	RTG MEDIA LLC	RTG RADIO LLC	Adjustments	Combined
LIABILITIES AND EQUITY				
Accounts Payable	\$ 31,072			\$ 31,072
Accrued Payroll	60,726			60,726
Accrued Taxes	8,466			8,466
Accrued Interest				-
Accrued Expenses	162,670			162,670
Total Current Liabilities	262,934			262,934
Goldman Sachs-Term Loan	7,418,782			7,418,782
G S Working Capital-Line	411,041			411,041
Long Term Debt- Others	33,967			33,967
Deferred Interest	1,173,830			1,173,830
Affiliate Payables	6,853,829			6,853,829
TOTAL LIABILITIES	16,154,383			16,154,383
TOTAL EQUITY	(3,669,377)	10,200,000	(10,200,000)	(3,669,377)
TOTAL LIABILITIES & EQUITY	\$ 12,485,005	\$ 10,200,000	\$ (10,200,000)	\$ 12,485,005

Black Crow Media Group, LLC
August 2003 Profit - Loss Statements- Consolidating-MTD

	<u>Corporate</u>	<u>Black Crow Media LLC</u>	<u>STG Media LLC</u>	<u>Thomas Media Operations LLC</u>	<u>RTG Media LLC</u>	<u>Adjustments</u>	<u>Consolidated</u>
Gross Revenue	\$ 117,231	\$ 387,133	\$ 605,281	\$ 287,658	\$ 328,483	\$ (117,231)	\$1,508,555
Less Agcy Com	0	32,114	69,059	20,138	16,545		137,856
Net Revenue	117,231	355,019	536,222	267,520	311,938	(117,231)	1,470,699
Operating Exp.							
Programming		58,806	60,752	44,495	54,419		218,472
Engineering		6,127	15,134	12,465	19,658		53,384
Sales		81,685	135,988	71,326	73,622		362,621
Promotions		14,618	24,709	474	462		40,263
G&A		58,437	74,410	39,937	68,084		240,868
Total Oper Exp		219,673	310,993	168,697	216,245		915,608
BCF	117,231	135,346	225,229	98,823	95,693	(117,231)	555,091
Corp Exp	107,672						107,672
EBITDA	9,559	135,346	225,229	98,823	95,693	(117,231)	447,419
Depreciation	1,055	23,364	15,043	17,281	35,199		91,942
Amortization	7,165	344	-	-	3,333		10,842
EBIT	1,339	111,638	210,186	81,542	57,160	(117,231)	344,634
Management Fees		26,245	43,687	21,245	25,333	(117,231)	(721)
Other (Income)/Expense	(6,619)	-	-	(2,904)	-	-	(9,523)
Income from Trade			-	-			-
Loss from sale of Assets			-	-			-
Interest:							-
G/S - Deferred Interest	49,685	102,275	94,699	41,668	59,850		348,177
G/S -Interest	49,974	109,937	101,949	44,946	64,534		371,340
Seller Notes			13,009	4,827	-		17,836
Affiliate Notes			-	-	-		-
Other	-	10	-	-	105		115
Pretax Earnings	\$ (91,701)	\$ (126,829)	\$ (43,158)	\$ (28,240)	\$ (92,662)	\$ -	\$ (382,589)

Black Crow Media Group, LLC
August 2003 Profit - Loss Statements- Consolidating- Year to Date

	<u>Corporate</u>	<u>Black Crow Media LLC</u>	<u>STG Media LLC</u>	<u>Thomas Media Operations LLC</u>	<u>RTG Media LLC</u>	<u>Adjustments</u>	<u>Consolidated</u>
Gross Revenue	\$ 831,992	\$ 3,477,225	\$ 4,608,932	\$ 2,055,013	\$ 2,399,438	\$ (831,992)	\$12,570,608
Less Agcy Com		290,122	536,379	146,104	127,122		1,101,727
Net Revenue	831,992	3,187,103	4,072,553	1,938,909	2,272,316	(831,992)	11,468,881
Programming		491,582	502,883	328,315	419,854		1,742,644
Engineering		71,448	99,205	97,805	144,784		413,242
Sales		757,445	924,595	467,932	581,370		2,711,372
Promotions		113,870	256,395	(1,119)	1,182		370,328
G&A		447,374	506,745	395,365	516,022		1,775,506
Total Oper Exp		1,881,719	2,289,823	1,198,328	1,643,222		7,013,092
BCF	831,992	1,305,384	1,782,730	738,581	629,094	(831,992)	4,455,789
Corp Exp	1,039,055						1,039,055
EBITDA	(207,063)	1,305,384	1,782,730	738,581	629,094	(831,992)	3,416,734
Depreciation	8,482	178,182	135,896	147,935	290,584		761,079
Amortization	57,319	2,946	-	-	26,667		86,932
EBIT	(272,864)	1,124,256	1,646,834	590,646	311,843	(831,992)	2,568,723
Management Fees		226,594	292,312	143,896	171,814	(831,992)	2,424
Other (Income)/Expense	(811,395)	(75)	-	(26,567)	-	-	(638,037)
Income from Trade							-
Loss from sale of Assets			3,600				3,600
Interest:							-
G/S - Deferred Interest	389,466	801,705	742,319	326,620	469,146		2,729,256
G/S -Interest	378,177	847,660	786,053	346,548	497,566		2,856,002
Seller Notes	-	-	105,707	43,713	-		149,420
Affiliate Notes	-	-	-	-	-		-
Other	-	64	283,025	62,560	205,457		551,105
Pretax Earnings	\$ (429,112)	\$ (751,691)	\$ (556,182)	\$ (306,122)	\$ (1,031,940)	\$ -	\$ (3,085,046)

Black Crow Media Group, LLC
August 2003 Profit - Loss Statements

Group Summary - All Operations								
Current Month			Category	Year-to Date				
Actual	Last Year	Budget		Actual	Last Year	Budget		
\$ 1,608,555	\$ 1,725,086	\$ 1,796,696	Gross Revenues	\$ 12,570,608	\$ 12,725,493	\$ 13,892,593		
137,856	148,781	151,345	Less: Agency Commission	1,101,727	1,097,440	1,174,227		
1,470,699	1,576,305	1,645,351	Net Revenue	11,468,881	11,628,053	12,718,366		
			Operating Expenses					
218,472	238,035	244,705	Programming	1,742,644	1,800,586	1,844,799		
53,384	46,216	53,892	Engineering	413,242	359,348	422,926		
362,621	361,391	382,974	Sales	2,711,372	2,768,501	3,003,126		
40,263	30,970	45,231	Promotions	370,328	328,931	418,091		
240,868	242,421	225,463	G&A	1,775,506	1,809,618	1,792,015		
915,608	919,033	952,265	Total Operating Expenses	7,013,092	7,066,983	7,480,956		
555,091	657,272	693,086	BCF	4,455,789	4,561,070	5,237,410		
107,672	117,388	117,162	Corporate	1,039,055	982,507	1,074,500		
447,419	539,884	575,924	EBITDA	3,416,734	3,578,563	4,162,910		
91,942	142,123	139,998	Depreciation	761,079	651,275	1,062,638		
10,842	519,692	406,736	Amortization	86,932	1,972,930	3,056,041		
344,634	(121,931)	29,190	EBIT	2,568,723	954,358	44,231		
(721)	5,172	-	Management Fees	2,424	(10,828)	-		
(9,523)	(17,416)	-	Other (Income)/Exp	(638,037)	(505,669)	-		
-	-	-	Income from Trade	-	-	-		
			Loss from sale of Assets	3,600	(266,667)	-		
			Interest:					
348,177	348,177	341,626	G/S - Deferred Interest	2,729,256	2,439,161	2,733,001		
371,340	376,992	375,872	G/S -Interest	2,856,002	2,709,240	3,006,980		
17,836	19,414	18,700	Seller Notes	149,420	161,177	149,600		
-	-	-	Affiliate Notes	-	-	-		
115	241	4,975	Other	551,105	336,947	34,825		
\$ (382,589)	\$ (854,511)	\$ (711,982)	PreTax Earnings	\$ (3,085,046)	\$ (3,909,002)	\$ (5,880,175)		
Ratios								
13.58%	13.80%	13.62%	Programming	13.86%	14.15%	13.28%		
3.32%	2.68%	3.00%	Engineering	3.29%	2.82%	3.04%		
22.54%	20.95%	21.32%	Sales	21.57%	21.76%	21.62%		
2.50%	1.80%	2.52%	Promotions	2.95%	2.58%	3.01%		
14.97%	14.05%	12.55%	G&A	14.12%	14.22%	12.90%		
56.92%	53.27%	53.00%	Expenses % to Gross Rev	55.79%	55.53%	53.85%		
8.57%	8.62%	8.42%	Agency Commission	8.76%	8.62%	8.45%		
34.51%	38.10%	38.58%	% BCF-Gross	35.45%	35.84%	37.70%		
37.74%	41.70%	42.12%	% BCF-Net	38.85%	39.22%	41.18%		
27.81%	31.30%	32.05%	%EBITDA-Gross	27.18%	28.12%	29.96%		
30.42%	34.25%	35.00%	%EBITDA-Net	29.79%	30.78%	32.73%		
86.98%	73.42%	68.51%	% Curr Int/EBITDA	87.96%	80.21%	75.83%		
-23.78%	-49.53%	-39.63%	%PreTax Earnings	-24.54%	-30.72%	-42.33%		

Black Crow Media Group, LLC
August 2003 Profit - Loss Statements

Black Crow - Daytona Beach								
Current Month			Category	Year-to Date				
Actual	Last Year	Budget		Actual	Last Year	Budget		
\$ 387,133	\$ 453,493	\$ 438,057	Gross Revenues	\$ 3,477,225	\$ 3,719,980	\$ 3,924,151		
32,114	37,190	37,667	Less: Agency Commission	290,122	336,936	342,930		
355,019	416,303	400,390	Net Revenue	3,187,103	3,383,044	3,581,221		
			Operating Expenses					
58,806	61,602	62,099	Programming	491,582	505,565	506,861		
6,127	9,210	9,558	Engineering	71,448	69,096	76,462		
81,685	88,936	95,107	Sales	757,445	768,982	839,450		
14,618	14,520	16,582	Promotions	113,870	127,042	132,653		
58,437	51,735	57,055	G&A	447,374	437,664	455,802		
219,673	226,003	240,401	Total Operating Expenses	1,881,719	1,908,349	2,011,228		
135,346	190,300	159,989	BCF	1,305,384	1,474,695	1,569,993		
23,364	8,174	21,091	Depreciation	178,182	200,584	168,728		
344	20,384	25,131	Amortization	2,946	182,307	201,048		
111,638	161,742	113,767	EBIT	1,124,256	1,091,804	1,200,217		
26,245	27,456	31,828	Management Fees	226,594	245,192	286,404		
	(43)		Other (Income)/Expense	(75)	(213)			
102,275	102,275	100,351	Interest:					
109,937	111,854	111,549	G/S - Deferred Interest	801,705	801,705	802,805		
			G/S - Interest	847,660	892,486	892,391		
			Seller Notes					
10	13		Affiliate Notes					
			Other	64	120			
\$ (126,829)	\$ (79,813)	\$ (129,960)	PreTax Earnings	\$ (751,691)	\$ (847,486)	\$ (781,383)		
Ratios								
15.19%	13.58%	14.18%	Programming	14.14%	13.59%	12.92%		
1.58%	2.03%	2.18%	Engineering	2.05%	1.86%	1.95%		
21.10%	19.61%	21.71%	Sales	21.78%	20.67%	21.39%		
3.78%	3.20%	3.79%	Promotions	3.27%	3.42%	3.38%		
15.09%	11.41%	13.02%	G&A	12.87%	11.77%	11.62%		
56.74%	49.84%	54.88%	Expenses % to Gross Rev	54.12%	51.30%	51.25%		
8.30%	8.20%	8.60%	Agency Commission	8.34%	9.06%	8.74%		
34.96%	41.96%	36.52%	% BCF-Gross	37.54%	39.64%	40.01%		
38.12%	45.71%	39.96%	% BCF-Net	40.96%	43.59%	43.84%		
-32.76%	-17.60%	-29.67%	%PreTax Earnings	-21.62%	-22.78%	-19.91%		

Black Crow Media Group, LLC
August 2003 Profit - Loss Statements

Corporate						
Current Month			Category	Year-to Date		
Actual	Last Year	Budget		Actual	Last Year	Budget
\$ 117,231	\$ 105,400	\$ 131,610	Management Fees	\$ 831,992	\$ 838,081	\$ 1,015,008
73,507	69,071	80,729	Salaries	731,824	680,074	782,566
2,009	1,914	2,400	Benefits	15,126	16,059	19,200
75,516	70,985	83,129	Total Personnel	746,950	696,133	801,766
2,600	3,300	3,300	Insurance	21,601	25,253	26,400
634	479	500	Utilities	4,156	3,322	4,000
1,500	1,500	1,500	Rent	12,000	12,000	12,000
			Taxes			
10,833	7,833	8,333	Outside Serv-Accounting	71,664	62,664	66,666
350	17,750	1,000	Outside Serv-Consulting	8,703	25,027	8,000
2,500	2,500	4,000	Outside Serv-Legal	33,178	30,000	32,000
13,739	13,041	15,400	Other	140,803	128,108	123,668
107,672	117,388	117,162	Total Corporate Expenses	1,039,055	982,507	1,074,500
9,559	(11,988)	14,448	BCF	(207,063)	(144,426)	(59,492)
1,055	2,803	983	Depreciation	8,482	7,702	7,864
7,165	275	5,616	Amortization	57,319	275	44,928
1,339	(15,066)	7,849	EBIT	(272,864)	(152,403)	(112,284)
(6,619)	(13,033)		Other (Income)/Exp	(611,395)	(481,516)	
49,685	49,685	48,750	Interest:			
49,974	50,026	49,802	G/S - Deferred Interest	389,466	99,370	390,000
			G/S -Interest	378,177	100,350	398,413
			Seller Notes			
			Affiliate Notes			
			Other			
\$ (91,701)	\$ (101,744)	\$ (90,703)	PreTax Earnings	\$ (429,112)	\$ 129,393	\$ (900,697)